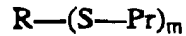


09/764,560

methacrylamide, maleimide, epoxide, acylhalide, ester, carbamate, dithiocarboxylic acid ester, alkoxysilane, thiosulfate, anhydride, urea derivative, isothiocyanate, isocyanate, lactone, thiosulfate, isothiuronium, azolactone electrophilic groups and mixtures thereof, or a protected thiol reactive group having the formula



where R is a mono or multivalent cosmetically active functional group, S is sulfur, Pr is a protecting group and m is an integer between 1 and 100; and b) a water immiscible solvent, wherein the water immiscible solvent solubilizes the reactive agent; and

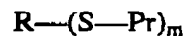
- iii) one or more surfactants wherein the surfactants emulsify the reactive component in the aqueous phase to form a bi-layer emulsion.

Please proceed to delete Claim 7, Claim 8, and Claim 9.

18. (AMENDED) A treatment composition according to Claim 16, wherein the surfactant from about 1% to about 20% of phospholipids.
19. (AMENDED) A treatment composition according to Claim 16, wherein the surfactant comprises from about 1% to about 10% of a quaternary ammonium halide, and from about 1% to about 20% of a nonionic surfactant.

In the Specification: At page 7, lines 20-29, please replace with the following paragraph:

Protected Thiol reactive groups or "hooks" that may be included within reactive agents of the present inventions include, but are not limited to, reactive groups of the following structure:



where R is a mono or multivalent cosmetically active functional group, S is sulfur, Pr is a protecting group and m is an integer between 1 and 100. The protecting group is selected from the group consisting of heterocyclic protecting groups, sp^2 aliphatic trigonal carbon protecting groups, sp^3 carbon electrophilic protecting groups, phosphorus protecting groups, metal based protecting groups, non-metal and metalloid based protecting groups, energy-sensitive protecting groups and mixtures thereof as described in U.S. patent